

EXCERPTS FROM THE SEC TESTIMONY OF  
ELON MUSK  
TAKEN AND RECORDED AUGUST 29, 2018

WITNESS: Elon Musk  
PAGES: 1 through 283  
PLACE: 44 Montgomery Street  
Suite 2800  
San Francisco, California  
DATE: Wednesday, August 29, 2018

Diversified Reporting Services, Inc.  
(202) 467-9200



1 APPEARANCES:

2

3

4 On behalf of the Securities and Exchange Commission:

5 WALKER NEWELL, ESQ.

6 STEVEN D. BUCHHOLZ, ESQ.

7 E. BARRETT ATWOOD, ESQ.

8 BRENT SMYTH, ESQ.

9 44 Montgomery Street, 28th Floor

10 San Francisco, California 94104

11 (415) 705-2325

12 newellw@sec.gov

13 buchholz@sec.gov

14

15

16 CHERYL L. CRUMPTON, ESQ.

17 TED YU, ESQ.

18 100 F Street, N.E.

19 Washington, D.C. 20549

20 (202) 551-5000

21 crumptonc@sec.gov

22

23

24

25

1 APPEARANCES (CONT.):

2

3 On behalf of the Witness:

4

5 STEVEN FARINA, ESQ.

6 DANE BUTSWINKAS, ESQ.

7 Williams & Connolly

8 725 Twelfth Street, N.W.

9 Washington, D.C. 2005

10 (202) 434-5000

11 sfarina@wc.com

12

13

14

15 TERENCE M. HEALY, ESQ.

16 ROEL C. CAMPOS, ESQ.

17 Hughes Hubbard & Reed

18 1775 I Street, N.W. Suite 600

19 Washington, D.C. 20006

20 (202) 721-4600

21 terence.healy@hugheshubbard.com

22

23

24

25

1 APPEARANCES (CONT):

2

3 On behalf of the Witness (cont.):

4 BRADLEY J. BONDI, ESQ.

5 Cahill Gordon & Reindel, LLP

6 1990 K Street, N.W. Suite 950

7 Washington, D.C. 20006

8 (202) 862-8900

9 bbondi@cahill.com

10

11

12

13

14

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1 APPEARANCES (CONT.):

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3 Also Present:

4 Lucien Newell, Video Operator

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1 P R O C E E D I N G S

2 (SEC Exhibit No. 1 was marked  
3 for identification.)

4 VIDEO OPERATOR: Here begins DVD No. 1 in the  
5 testimony of Elon Musk in the investigation by the U.S.  
6 Securities and Exchange Commission in the Matter of:  
7 Tesla Motors, Inc., File SF-04082-A

8 Today's date is August 29th, 2018. The time on the  
9 video monitor is 9:17. The video operator today is Lucien  
10 Newell, employed by Behmke Reporting and Video Services, Inc.,  
11 subcontracted by Diversified Reporting Services, Inc.

12 This video investigation is taking place at 44  
13 Montgomery Street, Suite 2800, San Francisco. The court  
14 reporter today is Mary Bardellini, Certified Shorthand  
15 Reporter, contracted by Behmke Reporting and Video  
16 Services, Inc., and subcontracted by Diversified Reporting  
17 Services.

18 Counsel, please voice identify yourselves for the  
19 record.

20 MR. FARINA: Steve Farina, Williams and Connolly,  
21 on behalf of the witness.

22 MR. HEALY: Terence Healy, Hughes Hubbard & Reed,  
23 LLP, on behalf of the witness.

24 MR. CAMPOS: Roel Campos, Hughes Hubbard & Reed,  
25 on behalf of the witness.

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1 MR. BONDI: Brad Bondi, Cahill, Gordon &  
2 Reindel on behalf of the witness and the company.

3 MR. BUTSWINKAS: Dane Butswinkas, Williams and  
4 Connolly, on behalf of Mr. Musk.

5 MR. NEWELL: I'm Walker Newell, Securities and  
6 Exchange Commission. With me are Steven Buchholz, Cheryl  
7 Crumpton, Barrett Atwood and Brent Smyth, and with us via  
8 the video is Ted Yu.

9 Mr. Musk, please raise your right hand.  
10 Whereupon,

11 ELON MUSK

12 was called as a witness and, having been first  
13 duly sworn, was examined and testified as follows:

14 EXAMINATION

15 BY MR. NEWELL:

16 Q Please state your full name and spell it for the  
17 record.

18 A Elon Reeve Musk, E-L-O-N, R-E-E-V-E, M-U-S-K.

19 Q We're going to do a little redux of what we just  
20 did for the record again. So, apologies for the  
21 redundancy.

22 Again, my name is Walker Newell. With me are  
23 Steven Buchholz, Cheryl Crumpton, Barrett Atwood, Brent  
24 Smyth and Ted Yu on video from Washington, D.C. We're  
25 officers of the Commission for purposes of this

1 From the time the July 31st meeting ended  
2 through the morning of August 7th, when you first tweeted  
3 about a going private transaction, did you retain any advisors  
4 to assist you with the going private transaction?

5 A No.

6 Q Let's talk a little bit about your conversation  
7 with Egon Durban.

8 Sounds like your recollection is that  
9 conversation took place the Monday before August 7th?

10 A Yes.

11 MR. FARINA: I think there's an entry in the  
12 phone log that does pin it down.

13 MR. NEWELL: Please mark this as EM Exhibit 10  
14 (SEC Exhibit No. 10 was  
15 marked for identification.)

16 BY MR. NEWELL:

17 Q Mr. Musk, we're handing you a document that's  
18 been marked as EM Exhibit 10. It is an exhibit, a multi  
19 page printout of a spread sheet that was produced to the  
20 SEC in this matter bearing Bates number ERM underscore SEC, AVG 7  
21 underscore, series of zeroes and then 6. I'll represent to you  
22 that's the same Bates number associated with the entire  
23 document. We've not altered it but we've blown it up for  
24 purposes of today's testimony.

25 A Sorry. The second page --

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1 Same question here. What was your level of certainty that  
2 the transaction would be consummated at the time that you  
3 wrote this tweet?

4 A I mean, probably roughly 50 percent. Maybe a  
5 little -- maybe a little higher than 50 percent, but  
6 something close to that. At the time I would have  
7 probably said more likely than not but, you know. Like I  
8 wasn't sure if I would even want to finalize a proposal to  
9 the board. That's why I said considering. If I said I'm  
10 going to put -- I didn't say I was going to give some like  
11 final proposals to the board, I was considering it, it's a  
12 lot to consider. Especially the opinions of long-time  
13 shareholders.

14 So that's really, that's it. It was really --  
15 it's pretty straightforward.

16 It was like, I wonder what people think  
17 about going private? And, like I said, with the benefit of  
18 hindsight of course -- if I had a hindsight machine that  
19 would be really great. That would be like --

20 MR. HEALY: Your next project?

21 THE WITNESS: Yes, a hindsight machine  
22 would be really helpful. But --  
23 but with the benefit of hindsight, I was wrong about the  
24 desire of -- or the interest in the existing shareholders  
25 to go private. That was incorrect. They were about --

PROOFREADER'S CERTIFICATE

In the Matter of: TESLA MOTORS, INC.

Witness: Elon Musk

File Number: SF-04082-A

Date: Wednesday, August 29, 2018

Location: San Francisco, California

This is to certify that I, Christine Boyce,  
(the undersigned) do hereby swear and affirm that the  
attached proceedings before the U.S. Securities and  
Exchange Commission were held according to the record,  
and that this is the original, complete, true and  
accurate transcript, which has been compared with the  
reporting or recording accomplished at the hearing.

Chr E Boyce  
(Proofreader's Name)

8-30-18  
(Date)

1 STATE OF CALIFORNIA )

2 ) ss

3 COUNTY OF SAN FRANCISCO )

4 I hereby certify that the investigative hearing  
5 was reported by me in the within-entitled cause; that said  
6 hearing was taken at the time and place herein named; that  
7 the hearing is a true record of the witness' testimony as  
8 reported by me, a duly certified shorthand reporter and a  
9 disinterested person, and was thereafter transcribed into  
10 typewriting by computer.

11 I further certify that I am not interested in the  
12 outcome of the said action, nor connected with, nor  
13 related to any of the parties in said action, nor to their  
14 respective counsel.

15 IN WITNESS WHEREOF, I have hereunto set my hand  
16 this 30th day of August, 2018.

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20 MARY BARDELLINI, CSR No. 2976

21 STATE OF CALIFORNIA  
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